

BALL JANIK LLP

A T T O R N E Y S

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LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

September 21, 1999

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 22322-C FILED

SEP 21 '99 11-50 AM

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of September 14, 1999. The primary document to which this is connected is recorded under Recordation No. 22322. We request that one copy of this document be recorded under Recordation No. 22322-C.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc One Leasing Corporation
1111 Polaris Parkway, Suite A3
Columbus, OH 43065

Lessee:

AG Processing, Inc.
P.O. Box 2047
Omaha, NE 68103

A description of the equipment covered by the Memorandum of Lease Agreement consists of 18 tank cars numbered AGPX 990059, 990060, 990062, 990063, 990065, 990066, 990068, 990069, 990070, 990072, 990074, 990075, 990077, 990078, 990079, 990081, 990082, and 990085.

BALL JANIK LLP

Honorable Vernon A. Williams

September 21, 1999

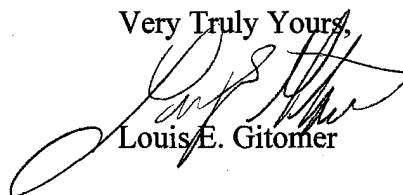
Page 2

A fee of \$ 26.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and AG Processing, Inc., P.O. Box 2047, Omaha, NE 68103, covering 18 tank cars numbered AGPX 990059, 990060, 990062, 990063, 990065, 990066, 990068, 990069, 990070, 990072, 990074, 990075, 990077, 990078, 990079, 990081, 990082, and 990085.

Very Truly Yours,



Louis E. Gitomer

Enclosures

#4
RECORDATION NO.

22322-C
FILED

SEP 21 '99

11-50 AM

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
BANC ONE LEASING CORPORATION ("LESSOR")

AND

AG PROCESSING, INC.
September 14, 1999

agp-mem.doc

Memorandum of a Lease Agreement made and entered into as of August 31, 1999 by and between Banc One Leasing Corporation ("Lessor") and AG Processing, Inc. ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railcars described on Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lessor: Banc One Leasing Corporation

By:

Title:

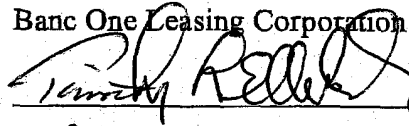
Date:

Lessee: AG Processing Inc.

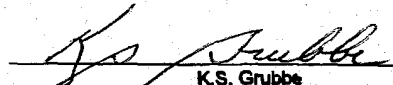
By:

Title:

Date:



Officer
9-15-99


K.S. Grubbe
Ag Processing Inc a cooperative
CFO/Group VP Finance
Assistant Secretary/Treasurer
September 14, 1999

STATE OF Ohio

COUNTY OF Delaware

On this 16th day of Sept, 1999, before me personally appeared Timothy L. Ellerbrock to me personally known, who being by me duly sworn, says that he is the Officer of Banc One Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Laura A. Noble

NOTARY PUBLIC

My commission expires:

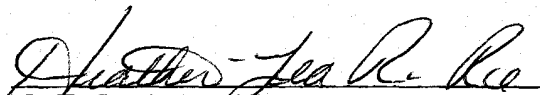


LAURA A. NOBLE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES OCT. 15, 2001

STATE OF NEBRASKA

COUNTY OF DOUGLAS

On this 15th day of SEPT, 1999, before me personally appeared K.S. GRUBBE, to me personally known, who being by me duly sworn, says that he is the CFO of AG Processing Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires:

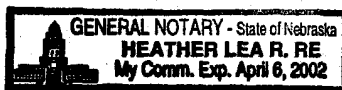


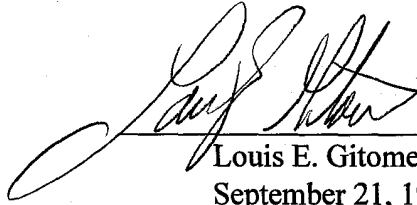
EXHIBIT A
TO
MEMORANDUM OF LEASE AGREEMENT
BETWEEN
BANC ONE LEASING CORPORATION ("LESSOR")
AND
AG PROCESSING, INC.

18 Union Tank Rail Cars bearing the following marks and numbers

AGPX	990059
AGPX	990060
AGPX	990062
AGPX	990063
AGPX	990065
AGPX	990066
AGPX	990068
AGPX	990069
AGPX	990072
AGPX	990070
AGPX	990074
AGPX	990075
AGPX	990077
AGPX	990078
AGPX	990079
AGPX	990081
AGPX	990082
AGPX	990085

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of September 14, 1999, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
September 21, 1999